

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF MINNESOTA

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>WYNIT Distribution, LLC</u>		
2. All other names debtor used in the last 8 years	<u>DBA WYNIT</u> Include any assumed names, trade names and doing business as names		
3. Debtor's federal Employer Identification Number (EIN)	<u>27-5005230</u>		
4. Debtor's address	Principal place of business <u>700 W 76th Street Suite 116 Eden Prairie, MN 55344</u> Number, Street, City, State & ZIP Code	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code	
	<u>Hennepin</u> County	Location of principal assets, if different from principal place of business See attached chart Number, Street, City, State & ZIP Code	
5. Debtor's website (URL)	<u>http://www.wynit.com</u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor

WYNIT Distribution, LLC

Name

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
 Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4251**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- Chapter 7
 Chapter 9
 Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to *Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No. Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____

District _____ When _____ Case number, if known _____

Debtor

WYNIT Distribution, LLC

Name

11. Why is the case filed in this district? Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- No

- Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds** Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- 1-49
 50-99
 100-199
 200-999

- 1,000-5,000
 5001-10,000
 10,001-25,000

- 25,001-50,000
 50,001-100,000
 More than 100,000

15. Estimated Assets

- \$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million

- \$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million

- \$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

16. Estimated liabilities

- \$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million

- \$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million

- \$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

Debtor

WYNIT Distribution, LLC

Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 6, 2017

MM / DD / YYYY

X /s/ Pete Richichi

Signature of authorized representative of debtor

Pete Richichi

Printed name

Title Chief Operating Officer

18. Signature of attorney

X /s/ Robert T. Kugler

Signature of attorney for debtor

Date September 6, 2017

MM / DD / YYYY

Robert T. Kugler

Printed name

Stinson Leonard Street LLP

Firm name

150 South Fifth Street, Suite 2300

Minneapolis, MN 55402

Number, Street, City, State & ZIP Code

Contact phone 612-335-1500

Email address _____

0194116

Bar number and State

Additional Location of Principal Assets

Address	City	State	Zip
450 Export Blvd., Unit A	Mississauga	Ontario	L5S 2A4
4670 Aircenter Circle	Reno	Nevada	89502-5949
4655 Shelby Drive	Memphis	Tennessee	38118-7429
4550 Quality Drive	Memphis	Tennessee	38118-7529
1011 N 28th Ave, Suite 100	DFW Airport	Texas	75261
8825 Boston Place	Rancho Cucamonga	California	91730

United States Bankruptcy Court
District of Minnesota

In re WYNIT Distribution, LLC

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Marathon Holding Company Inc. 2 W. Washington St., Suite 500 Greenville, SC 29601		50	Percentage of Shares
Wynit, Inc. 2 West Washington Street Ste 500 Greenville, SC 29601		50	Percentage of Shares

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Operating Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 6, 2017

Signature /s/ Pete Richichi
Pete Richichi

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Minnesota**

In re WYNIT Distribution, LLC

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for WYNIT Distribution, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Marathon Holding Company Inc.
2 W. Washington St., Suite 500
Greenville, SC 29601

Wynit, Inc.
2 West Washington Street
Ste 500
Greenville, SC 29601

None [Check if applicable]

September 6, 2017

Date

/s/ Robert T. Kugler

Robert T. Kugler 0194116

Signature of Attorney or Litigant
Counsel for WYNIT Distribution, LLC

Stinson Leonard Street LLP

150 South Fifth Street, Suite 2300
Minneapolis, MN 55402
612-335-1500 Fax:612-335-1657

Fill in this information to identify the case:

Debtors:	WYNIT Distribution, LLC Wynit Holdings, Inc. WD Navarre Canada, ULC WD Navarre Distribution, LLC WD Navarre Digital Service, LLC WD Navarre Holdings, LLC WD Navarre Encore Software, LLC
United States Bankruptcy Court for the:	DISTRICT OF MINNESOTA
Case number (if known):	_____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AMAZON FULFILLMENT SERVICES 410 TERRY AVENUE NORTH Seattle, WA 98108-1226	GENERAL COUNSEL	Trade Creditor				\$1,704,571.67
ASIAN EXPRESS HOLDINGS LTD 8619 Wall Street, Suite 400 Austin, TX 78754		Trade Creditor				\$2,927,535.64
CANON USA, Inc. ONE CANON PLAZA New Hyde Park, NY 11042-1198		Trade Creditor				\$6,424,325.64
Daymen Asia Limited 1435 North McDowell Petaluma, CA 94954		Trade Creditor				\$12,862,091.25
EVOLLVE, INC 129 W TORRANCE BLVD Redondo Beach, CA 90277	Shaun Pittman	Trade Creditor				\$1,383,184.32
Fitbit Inc 405 HOWARD STREET SUITE 550 San Francisco, CA 94105	LEGAL DEPT	Trade Creditor				\$31,524,143.19

Debtor WYNIT Distribution, LLC
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Harman Technology Limited Town Lane, Mobberly Knutsford, Cheshire WA16 7JL, England		Trade Creditor				\$1,822,713.90
HID FARGO 6533 FLYING CLOUD DRIVE Eden Prairie, MN 55344		Trade Creditor				\$1,344,556.24
HID Global Corporation 15370 Barranca Parkway 92618	VP Legal Affairs	Trade Creditor				\$1,741,958.08
LIFEPRINT PRODUCTS INC 5216 BREESE CIR 95762	Timothy Martin, CEO	Trade Creditor				\$2,061,516.52
McAfee, LLC 2821 Mission College Blvd. Santa Clara, CA 95054		Trade Creditor				\$3,480,045.10
NUANCE COMMUNICATIONS, INC. One Wayside Road Burlington, MA 01803		Trade Creditor				\$3,097,706.47
ORBOTIX INC 4772 Walnut Street, Suite 206 Boulder, CO 80301		Trade Creditor				\$2,423,359.12
QUICKEN INC 180 Jefferson Drive 94025	John Eichhorn, CFO	Trade Creditor				\$1,488,863.03
SQUARE INC 901 Mission Street San Francisco, CA 94103	General Counsel	Trade Creditor				\$1,578,736.72
Symantec Corporation 20330 Stevens Creek Boulevards Cupertino, CA 95014	General Counsel	Trade Creditor				\$9,301,216.81

Debtor WYNIT Distribution, LLC
Name _____

Case number (*if known*) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
SZ DJI TECHNOLOGY CO LTD Bijdorp-Oost 6 2992LA Barendrecht The Netherlands		Trade Creditor				\$9,927,353.88
Wacom Technology Corporation, 1311 SE Cardinal Court Vancouver, WA 98683		Trade Creditor				\$2,044,711.82
Western Digital Technologies 20511 Lake Forest Drive, Lake Forest, CA 92630		Trade Creditor				\$2,363,462.37
YUNEEC USA INC 5555 ONTARIO MILLS PARKWAY Ontario, CA 91764		Trade Creditor				\$7,163,459.00

Fill in this information to identify the case:

Debtor name WYNIT Distribution, LLC

United States Bankruptcy Court for the: DISTRICT OF MINNESOTA

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration* _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 6, 2017

X /s/ Pete Richichi

Signature of individual signing on behalf of debtor

Pete Richichi

Printed name

Chief Operating Officer

Position or relationship to debtor

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re:

Joint Administration Pending

WYNIT DISTRIBUTION, LLC, *et. al.*¹
Debtors.

Case No. 17-_____

Chapter 11 Cases

PROOF OF AUTHORITY TO SIGN AND FILE PETITION

I, Pete Richichi, declare under penalty of perjury that I am the Chief Operations Officer of Wynit Distribution, LLC a New York limited liability company and that on September 5, 2017 the following resolution was duly adopted by the members of this company:

"BE IT THEREFORE RESOLVED, that Pete Richichi, Chief Operating Officer of this limited liability company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the limited liability company; and

BE IT FURTHER RESOLVED, that Pete Richichi, Chief Operating Officer of this limited liability company, is authorized and directed to appear in all bankruptcy proceedings on behalf of the limited liability company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the limited liability company in connection with such bankruptcy case; and

BE IT FURTHER RESOLVED, that Pete Richichi, Chief Operating Officer of this limited liability company, is authorized and directed to employ Robert T. Kugler, attorney and the law firm of Stinson Leonard Street LLP to represent the limited liability company in such bankruptcy case."

Executed on: September 6, 2017

Signed: _____

Pete Richichi

700 W 76th Street
Suite 116
Eden Prairie 55344-0000

¹ The Debtors in these chapter 11 cases are the following: Wynit Distribution, LLC (Case No. 17-_____), WD Navarre Distribution, LLC (Case No. 17-_____), WD Encore Software, LLC (Case No. 17-_____), WD Navarre Digital Services, LLC (Case No. 17-_____), WD Navarre Holdings, LLC (Case No. 17-_____), Wynit Holdings, Inc. (Case No. 17-_____), WD Navarre Canada, ULC (Case No. 17-_____).

REVISED 12/15

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re
WYNIT Distribution, LLC

Case No.

Debtor(s).

SIGNATURE DECLARATION

- PETITION, SCHEDULES & STATEMENTS
 CHAPTER 13 PLAN
 VOLUNTARY CONVERSION, SCHEDULES AND STATEMENTS
 AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
 MODIFIED CHAPTER 13 PLAN
 OTHER (PLEASE DESCRIBE: _____)

I [We], the undersigned debtor(s) or authorized representative of the debtor, make the following declarations under penalty of perjury:

1. The information I have given my attorney for the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
2. The Social Security Number or Tax Identification Number I have given to my attorney for entry into the court's Case Management/Electronic Case Filing (CM/ECF) system as a part of the electronic commencement of the above-referenced case is true and correct;
3. **[individual debtors only]** If no Social Security Number was provided as described in paragraph 2 above, it is because I do not have a Social Security Number;
4. I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration;
5. My electronic signature contained on the documents filed with the Bankruptcy Court has the same effect as if it were my original signature on those documents; and
6. **[corporate and partnership debtors only]** I have been authorized to file this petition on behalf of the debtor.

Date: September 6, 2017

X

Signature of Debtor 1 or Authorized Representative

X

Signature of Debtor 2

Pete Richichi

Printed Name of Debtor 1 or
Authorized Representative

Printed Name of Debtor 2